

**TRAILER TRAIN  
COMPANY**

101 NORTH WACKER DRIVE - CHICAGO, ILLINOIS 60606  
(312) 853-3223

May 12, 1981

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. 11709-C  
MAY 15 1981 - 11 25 AM  
INTERSTATE COMMERCE COMMISSION

1-125A100  
No. 1  
Date MAY 15 1981  
Fee \$ 10.00

Dear Sirs:

Enclosed for recordation under the provisions of the Interstate Commerce Act, 49 U.S.C. §1103 (a) are 5 counterparts of the Manufacturing Agreement, Supplement No. 2 dated as of May 1, 1981.

Prior recordations relating to this Supplement No. 2 were made on April 22, 1980 at 11:20 a.m., recordation number 11709, June 2, 1980 at 10:00 a.m., recordation number 11709-A, and on November 7, 1980 at 12:10 p.m., recordation number 11709-B.

The general description of the railroad rolling stock covered by the enclosed Manufacturing Agreement Supplement No. 2 is set forth in Annex A attached to this letter and made a part hereof.

The names and addresses of the parties to said Equipment Trust Agreement are as follows:

Company: Railbox Company  
101 North Wacker Drive  
Chicago, Illinois 60606

Manufacturer: FMC Corporation  
4700 Northwest Front Avenue  
Portland, Oregon 97210

The undersigned is the Company named above and has knowledge of the matters set forth in the enclosed documents.

Please return 4 counterparts of the Manufacturing Agreement Supplement to the undersigned at the above address.

Enclosed is a check in the amount of \$10.00 covering the required recording fee.

Very truly yours,

RAILBOX COMPANY

By T.D. Marion  
Its Assistant Treasurer

ja  
Enclosures

RECEIVED  
MAY 15 11 27 AM '81  
I.C.C.  
FEE OPERATION BR.

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

T. D. Marion  
Trailer Train Company  
101 North Wacker Drive  
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/15/81 at 11:35AM, and assigned recordation number(s). 11709-C

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

MANUFACTURING AGREEMENT SUPPLEMENT NO. 2 DATED AS OF  
MAY 1, 1981, Between FMC CORPORATION, (hereinafter called  
the Manufacturer) and RAILBOX COMPANY (hereinafter called the  
Company).

RECORDATION No. 11709-C  
MAY 15 1981 - 11 35 AM  
INTERSTATE COMMERCE COMMISSION  
Filed 1425

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of April 15, 1980, as amended as of June 1, 1980, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303(a) on April 22, 1980, at 11:20 a.m., recordation number 11709 and on June 2, 1980 at 10:00 a.m., recordation number 11709A, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3 and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

FMC CORPORATION

By: Daniel C. Smith  
Vice President

(CORPORATE SEAL)

Attest:

A. R. Smith  
Assistant Secretary

RAILBOX COMPANY

By: R. E. Cunningham  
Treasurer

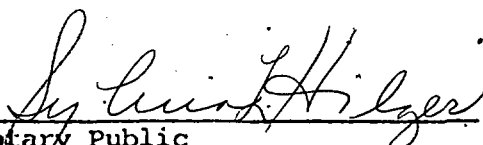
(CORPORATE SEAL)

Attest:

V. D. Marion  
Assistant Secretary

STATE OF ILLINOIS)  
COUNTY OF COOK ) SS:

On this 12th day of May, 1981, before me personally appeared Daniel C. Smith, to me personally known, who, being by me duly sworn, says that he is a Vice President of FMC CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

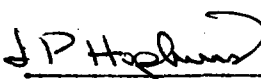
(NOTARIAL SEAL)

My Commission expires:

My Commission Expires Dec 18 1984

STATE OF ILLINOIS)  
COUNTY OF COOK ) SS:

On this 4th day of May, 1981, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Treasurer of RAILBOX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

(NOTARIAL SEAL)

My Commission expires:

My Commission Expires December 27, 1983

ANNEX A

FMC CORPORATION  
(Manufacturer)

RAILBOX COMPANY  
(Company)

Item 1:

Type	Quantity	Company Car Nos. (Incl.)	Unit Base Price	Total Base Price	Month of Delivery	Specifications and Contract Number
50'6", 70-ton capacity general service boxcar	31	38610-38640	\$35,515.00 FOT Portland, Oregon	\$1,100,965.00	June, 1981	#68-43-060774 B-6078-F

Item 2: November 1, 1981

Item 3: November 1, 1981

Item 4: 4700 Northwest Front Avenue  
Portland, Oregon 97210